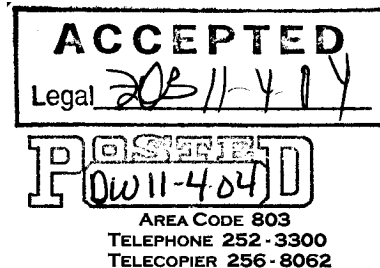


171933 Dms

WILLOUGHBY & HOEFER, P.A.

ATTORNEYS & COUNSELORS AT LAW
1022 CALHOUN STREET (SUITE 302)
P.O. BOX 8416
COLUMBIA, SOUTH CAROLINA 29202-8416



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RANDOLPH R. LOWELL
K. CHAD BURGESS
NOAH M. HICKS II**

November 4, 2004

*ALSO ADMITTED IN TX
**ALSO ADMITTED IN VA

VIA HAND DELIVERY

Public Service Commission of South Carolina
ATTN: Docketing Department
101 Executive Center Drive
Columbia, South Carolina 29210

RE: Application of South Carolina Utilities, Inc. for Approval of an Interconnection Agreement with the City of Aiken;
Docket No. 2003-0250;

and

Application of South Carolina Utilities, Inc. for adjustment of rates and charges for the provision of sewer service (Gem Lakes Subdivision, Aiken County);
Docket No. 2004-0095-S

Dear Sirs/Mesdames:

In accordance with the requirements of Commission Order No. 2004-465 in the above-referenced docket, enclosed for filing please find certified true copies of the following documents:

1. October 29, 2004 Articles of Merger and Plan of Merger of South Carolina Utilities, Inc. ("SCUI") into United Utility Companies, Inc. ("UUCI") filed November 2, 2004 with the South Carolina Secretary of State and
2. November 1, 2004 approval of DHEC of the transfer of the Gem Lakes WWTF from SCUI into UUCI as a result of the merger.

Per the Articles of Merger, the effective date of the merger is November 2, 2004. As required by Order No. 2004-465, a copy of the within letter and attachments is being provided to all parties of record.

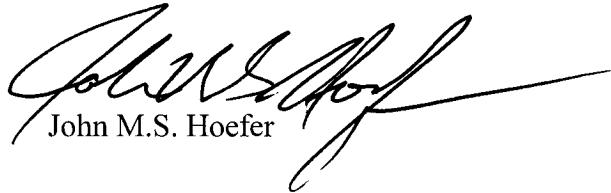
(Continued . . .)

Public Service Commission of South Carolina
ATTN: Docketing Department
November 4, 2004
Page 2

If you have any questions, or need additional information, please do not hesitate to contact me. With best regards, I am

Sincerely,

WILLOUGHBY & HOEFER, P.A.



John M.S. Hoefer

JMSH/twb

Enclosures

cc: F. David Butler, Esquire
Robert E. Tyson, Jr., Esquire
Elliott F. Elam, Jr., Esquire
Mr. Joseph A. Gentilucci
Mr. Jerry McCarty
Mr. & Mrs. William Busser

COPY

NOV 02 2004

STATE OF SOUTH CAROLINA
SECRETARY OF STATE

M. L. B.
SECRETARY OF STATE

ARTICLES OF MERGER
OR SHARE EXCHANGE

RECORDED
2004 NOV -4 AM 10:16
SO. CAROLINA
COMMISSIONER

TYPE OR PRINT CLEARLY IN BLACK INK

Pursuant to Section 33-11-105 of the 1976 South Carolina Code of Laws, as amended, the undersigned as the surviving corporation in a merger or the acquiring corporation in a share exchange, as the case may be, hereby submits the following information:

1. The name of the surviving or acquiring corporation is United Utility Companies, Inc.
2. Attached hereto and made a part hereof is a copy of the Plan of Merger or Share Exchange (see Sections 33-11-101 (merger), 33-11-102 (share exchange), 33-11-104 (merger of subsidiary into parent), 33-11-107 (merger or share exchange with a foreign corporation), and 33-11-108 (merger of a parent corporation into one of its subsidiaries) of the 1976 South Carolina Code of Laws, as amended).
3. Complete the following information to the extent it is relevant with respect to each corporation which is a party to the transaction:

(a) Name of the corporation United Utility Companies, Inc.
Complete either (1) or (2), whichever is applicable:

- (1) ☐ Shareholder approval of the merger or stock exchange was not required (See Sections 33-11-103(h), 33-11-104(a), and 33-11-108(a) of the 1976 South Carolina Code of Laws, as amended).
- (2) ☒ The Plan of Merger or Share Exchange was duly approved by shareholders of the corporation as follows:

Voting Group	Number of Outstanding Shares	Number of Votes Entitled to be Cast	Number of Votes Represented at the meeting	Number of Undisputed* Shares For
	400	400	400	400

***NOTE:** Pursuant to Section 33-11-105(a)(3)(ii) of the 1976 South Carolina Code of Laws, as amended, the corporation can alternatively state the total number of undisputed shares cast for the amendment by each voting group together with a statement that the number cast for the amendment by each voting group was sufficient for approval by that voting group.

(b) Name of the corporation: South Carolina Utilities, Inc.
Complete either (1) or (2), whichever is applicable:

- (1) ☐ Shareholder approval of the merger or stock exchange was not required (See Sections 33-11-103(h), 33-11-104(a), and 33-11-108(a)).
- (2) ☒ The plan of Merger or Share Exchange was duly approved by shareholders of the corporation as follows:

Voting Group	Number of Outstanding Shares	Number of Votes Entitled to be Cast	Number of Votes Represented at the meeting	Number of Undisputed* Shares For
	400	400	400	400

041102-0225 FILED: 11/02/2004
UNITED UTILITY COMPANIES, INC.
Filing Fee: \$110.00 ORIG



Mark Hammond

South Carolina Secretary of State

041102-0226 FILED: 11/02/2004
SOUTH CAROLINA UTILITIES, INC.
Filing Fee: \$0.00 ORIG



Mark Hammond

South Carolina Secretary of State

COPY

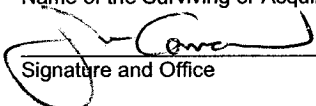
United Utility Companies, Inc.
Name of Corporation

***NOTE:** Pursuant to Section 33-11-105(a)(3)(ii) of the 1976 South Carolina Code of Laws, as amended, the corporation can alternatively state the total number of undisputed shares cast for the amendment by each voting group together with a statement that the number cast for the amendment by each voting group was sufficient for approval by that voting group.

4. Unless a delayed date is specified, the effective date of this document shall be the date it is accepted for filing by the Secretary of State (See Section 33-1-230(b) of the 1976 South Carolina Code of Laws): _____

Date October 29, 2004

United Utility Companies, Inc.
Name of the Surviving or Acquiring Corporation


Signature and Office

James L. Camaren
Type or Print Name and Office

FILING INSTRUCTIONS

1. Two copies of this form, the original and either a duplicate original or a conformed copy must be filed.
2. Filing fee (payable to the Secretary of State at the time of filing of this document)

Filing Fee	\$ 10.00
Filing Tax	<u>\$100.00</u>
Total.....	\$110.00

3. TWO COPIES OF THE PLAN OF MERGER OR SHARE EXCHANGE MUST BE FILED WITH THIS FORM AS AN ATTACHMENT.

Return to: Secretary of State
PO Box 11350
Columbia SC 29211

COPY

**PLAN OF MERGER OF
SOUTH CAROLINA UTILITIES, INC.
INTO UNITED UTILITY COMPANIES, INC.**

This Plan of Merger is entered this 29th day of October 2004, by and between United Utility Companies, Inc. ("Surviving Corporation") and South Carolina Utilities, Inc. ("Absorbed Corporation").

RECITALS

WHEREAS Surviving Corporation is a corporation organized and existing under the laws of the State of South Carolina, with its principal office at 110 Queen Parkway, Cayce-West Columbia, South Carolina; and

WHEREAS Absorbed Corporation is a corporation organized and existing under the laws of the State of South Carolina, with its principal office at 110 Queen Parkway, Cayce-West Columbia, South Carolina; and

WHEREAS Surviving Corporation and Absorbed Corporation are both wholly owned subsidiaries of Utilities, Inc.; and

WHEREAS the boards of directors of the Surviving Corporation and the Absorbed Corporation deem it desirable and in the best interests of said corporations and their common sole shareholder that Absorbed Corporation be merged into Surviving Corporation pursuant to the provisions of S.C. Code Ann. §§ 33-11-101, *et seq.* (1976, as amended) and such other provisions of Title 33 of the Code of Laws of South Carolina as may be applicable in order that the transaction qualify as a "reorganization" within the meaning of the Internal Revenue Code,

NOW, THEREFORE, for and in consideration of the mutual covenants, and subject to the terms and conditions set forth hereinbelow, the Surviving Corporation and the Absorbed Corporation agree as follows:

1. Merger. Absorbed Corporation shall merge with and into Surviving Corporation, which shall be the surviving corporation.

2. Terms and Conditions. On the effective date of the merger, the separate existence of the Absorbed Corporation shall cease and the Surviving Corporation shall succeed to all of the rights, privileges, immunities, franchises, certificates, permits and authorizations, and all of the property, whether real, personal, or mixed or of any other nature, without the need for any other or further transfer. The Surviving Corporation thereupon shall be responsible and liable for all liabilities and obligations of the Absorbed Corporation, and neither the rights of creditors as against, or lienholders as to the property of, the Absorbed Corporation shall be impaired by said merger.

3. Conversion of Shares for Cash. There is/are currently authorized and outstanding 1,000 share(s) of common stock of the Absorbed Corporation, which share(s) are owned by

Utilities, Inc. Said share(s) shall be converted into cash in the amount of Ten and no/100ths (\$10.00) Dollars to be paid to Utilities, Inc. by the Surviving Corporation. Said conversion shall be effected as follows: Utilities, Inc. shall surrender its share certificate(s) for the stock of Absorbed Corporation to Surviving Corporation, or its authorized agent, after the Effective Date, as defined hereinbelow. On receipt of said share certificate(s), Surviving Corporation or its agent shall deliver to Utilities, Inc. payment of the agreed upon consideration in the form of cash, certified funds, or such other method as may be acceptable to Utilities, Inc.

4. Changes in Articles of Incorporation or Bylaws. There shall be no changes in the articles of incorporation or the Bylaws of the Surviving Corporation following the Effective Date as a result of this merger.

5. Directors and Officers. The directors and officers of the Surviving Corporation on the Effective Date shall continue to serve for the full unexpired term of their offices until their successors have been elected or appointed and qualified.

6. Prohibited Transactions. The Absorbed Corporation, prior to the Effective Date, shall not engage in any activity or transaction other than in the ordinary course of business other than the payment of any quarterly, or other regularly scheduled periodic, dividends and the performance of all actions necessary or appropriate under the laws of the State of South Carolina to consummate this merger.

7. Approval of Shareholders. The within Plan of Merger shall be submitted for the approval of the shareholders of both the Absorbed Corporation and the Surviving Corporation in any manner permitted under the applicable laws of the State of South Carolina, including that provided for under S.C. Code Ann. § 33-7-104(1976).

8. Effective Date of Merger. The effective date of this merger shall be the date when the articles of merger are filed with the South Carolina Secretary of State ("Effective Date").

9. Abandonment of Merger. The within Plan of Merger may be abandoned by action of the Board of Directors of either the Abandoned Corporation or the Surviving Corporation at any time prior to the Effective Date upon the occurrence of the following events:


- a. utility or environmental regulatory authorities in the State of South Carolina direct that the merger not take place, or
- b. said authorities authorize the abandonment of same at the request of Abandoned Corporation or the Surviving Corporation pursuant to action taken by their respective boards of directors and shareholders.

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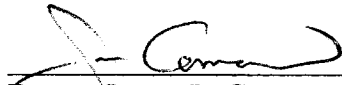
IN WITNESS WHEREOF, this Plan of Merger is executed on behalf of the Abandoned Corporation and the Surviving Corporation by their respective officers, sealed with their respective corporate seals, and attested to by their respective secretaries pursuant to authorization of their respective boards of directors on the date first above written.

SOUTH CAROLINA UTILITIES, INC.

ATTEST:

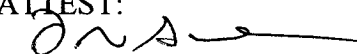

By: Lawrence N. Schumacher
President & Secretary

[Seal]

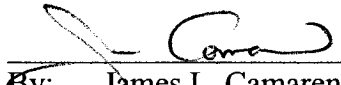

By: James L. Camaren
Its: CEO

UNITED UTILITY COMPANIES, INC.

ATTEST:


By: Lawrence N. Schumacher
President & Secretary

[Seal]



By: James L. Camaren
Its: CEO

CONSENT OF SHAREHOLDERS WITHOUT MEETING


The undersigned, being the sole shareholder of the Abandoned Corporation and the Surviving Corporation, in accordance with S.C. Code Ann. §33-7-104 (1976), hereby consents to action taken without a meeting of shareholders for approval of the Plan of Merger set forth above pursuant to S.C. Code Ann. §33-11-103 (1976) and hereby does approve same as of the date first above written.

UTILITIES, INC.

ATTEST:


By: Lawrence N. Schumacher
President & Secretary

[Seal]


By: James L. Camaren
Its: CEO